

HERBALIFE LTD.
Form 4
February 11, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Diekroeger Kenneth

(Last) (First) (Middle)

ONE EMBARCADERO
CENTER, 33RD FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HERBALIFE LTD. [HLF]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/15/2004		S		173,648 (1)	D	\$ 13.02
					14,974,722	I (2)	See footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Diengkroeger Kenneth ONE EMBARCADERO CENTER 33RD FLOOR SAN FRANCISCO, CA 94111	X	X		

Signatures

/s/ Kenneth J.
Diengkroeger

02/10/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Consists of 151,628 shares directly owned and sold by CCG Investments (BVI), L.P., 7,622 shares directly owned and sold by CCG Associates--QP, LLC, 709 shares directly owned and sold by CCG Associates--AI, LLC, 2,031 shares directly owned and sold by CCG Investment Fund--AI, LP, 5,002 shares directly owned and sold by CCG AV, LLC--Series C, 4,063 shares directly owned and sold by CCG AV, LLC--Series E and 2,593 shares directly owned and sold by CCG CI, LLC. Golden Gate Capital Management, L.L.C., is general partner or managing member of all the above entities, and Mr. Kenneth J. Diengkroeger as a member of Golden Gate Capital Management, L.L.C. may be deemed to share beneficial ownership of the reported shares.
- (2) Consists of 13,075,768 shares directly owned by CCG Investments (BVI), L.P., 657,306 shares directly owned by CCG Associates--QP, LLC, 61,118 shares directly owned by CCG Associates--AI, LLC, 175,172 shares directly owned by CCG Investment Fund--AI, LP, 431,354 shares directly owned by CCG AV, LLC--Series C, 350,355 shares directly owned by CCG AV, LLC--Series E and 223,649 shares directly owned by CCG CI, LLC. Golden Gate Capital Management, L.L.C., is general partner or managing member of all the above entities, and Mr. Kenneth J. Diengkroeger as a member of Golden Gate Capital Management, L.L.C. may be deemed to share beneficial ownership of the reported shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.